

SIF BANAT-CRIȘANA S.A.

Arad, Calea Victoriei 35A, postal code 310158 | J021898/92 | CUI 2761040 | No.in FSA Register PJR09SIIR/020002/2006
 Subscribed and paid-up share capital: RON 54,884,926.80

SPECIAL PROXY for legal persons
 Ordinary General Meeting of Shareholders (OGM) 28/29.04.2015

The undersigned,, having Unique Registration Code CUI (or equivalent number in the shareholders' registry – for non-resident shareholders), legally represented by holder of shares issued by Societatea de Investiții Financiare Banat-Crișana S.A. Arad, representing % of the total issued shares, which entitle us to votes in OGM, representing% of the total voting rights in OGM, hereby empower as the undersigned representative

.....
 (identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)

or
 (identification data of the empowered representative – full name/legal name, personal identification code/unique registration code - CNP/CUI)
 in OGM to be held on 28.04.2015, 11:00 hours (first call), or on 29.04.2015, 11:00 hours (second call), at company's headquarters in Arad, Calea Victoriei 35A, to exercise the voting rights pertaining to the undersigned's holdings as at 10.04.2015 (the reference date), as follows:

Resolutions submitted for the approval of OGM:	For	Against	Abstain
1. Approval of the financial statements for the 2014 fiscal year, based on the discussions and reports presented by the Board of Directors, Vice-Chairman and the Financial Auditor.			
2. Approval of profit appropriation, and setting the gross dividend per share of RON 0.1 in accordance with the proposed appropriation in the 2014 financial statements and the approval of the dividend payment date as the date permitted by law, following registration date set by the general meeting of shareholders and empowerment of the Board of Directors to decide the payment methods.			
3. Approval of the discharge from liability of the Board of Directors for the fiscal year 2014			
4. Approval of the Budget and the Operation Plan for 2015 fiscal year.			
5. Approval for the current fiscal year of maintaining the current monthly remuneration due to the members of the Board of Directors.			
6. Approval of the general limits of all additional remunerations set for the members of the Board of Directors to 0.3% of the average annual net asset value and the general limits of the directors' remuneration to 0.1% of the average annual net asset value.			
7. Election on the vacant seats of 3 (three) administrators, for a term equal to the remaining period until the expiry of their term in office of the current administrators (24.04.2017); namely:			
7.1 AVRĂMOIU Octavian			
7.2 WEILER Dan			
7.3 BOBIRCĂ Ana Barbara			
7.4 CIUCIOI Ionel-Marian			
8. Election as financial auditor, with a minimum duration of the audit contract of 2 years and empowering the Board of Directors to conclude the audit contract with one of the following audit firms:			
8.1 PricewaterhouseCoopers Audit SRL			
8.2 KPMG Audit SRL			
9. Approval of August 14, 2015 as the registration date and August 13, 2015 as ex-date, in accordance with the provisions of Article 238 paragraph (1) of Capital Market Law no. 297/2004, CNVM Regulation no. 6/2009 and CNVM Regulation no. 1/2006.			
10. The empowerment (with authority to be substituted) of Mr. Ștefan Dumitru, administrator of the company, to sign the necessary documents in order to carry out all procedures and formalities with the Financial Supervisory Authority, Trade Register or wherever necessary for the purpose of implementing the resolutions of the general meeting of shareholders.			

SIGNING DATE _____

SHAREHOLDER'S NAME _____
(to be filled in with the legal name of the legal person shareholder, in capital letters)FULL NAME OF THE LEGAL REPRESENTATIVE _____
(to be filled in with the first name and last name of the legal representative of the legal person shareholder, in capital letters)SIGNATURE AND STAMP _____
(handwritten signature of the legal representative of the legal person shareholder and the stamp of the legal person shareholder)

NOTE The deadline for the registration of the special proxy at SIF Banat-Crișana's headquarters is on 26.04.2015, 11:00 a.m. (Romanian time)
 The special proxy granted to a person who is not a shareholder must be authenticated.

DOCUMENTS TO ACCOMPANY THE SPECIAL PROXY

- a findings certificate (in Romanian: “certificat constatator”), in original or true copy, issued by the Trade Register or any other document, in original or true copy, issued by a competent authority of the state where the shareholder is duly incorporated, allowing for the identification thereof in the list of SIF Banat-Crișana’s shareholders as at the reference date issued by Depozitarul Central S.A;
- proof of legal representative capacity if the shareholders' register at the reference date, received from Depozitarul Central, has no data regarding the legal representative of the shareholder; the capacity as legal representative is proven by means of documents presented hereinbefore that shall be no older than 3 months as from the date of the OGM convening notice publication (16.03.2015). If these documents are drafted in a foreign language other than English, they shall be accompanied by their translation into Romanian or English performed by a certified translator;
- a certified copy of an official document proving the capacity as representative of the corporate body that administrates the entity with no legal personality (*documents requested in case the shareholder is an entity without legal personality / unincorporated entity*);
- sworn statement in original issued by the credit institution empowered to be representative by special proxy - signed by its legal representative (*the only accompanying document requested if the special proxy is granted to a credit institution providing custodian services for the shareholder*);
- the notarial document representing the legalization by a notary public of the special proxy in case the empowered representative is not a shareholder (*it is not necessary if the empowered representative is a credit institution providing custodian services for the shareholder*);
- copy of the empowered representative’s identity document - the person to whom the special proxy was granted (*signed as true copy*)

COMPLETING THE SPECIAL PROXY

The procedure for completing the special proxy form is available on company’s website www.sif1.ro. The special proxy shall be completed and signed in **three original counterparts**: one for the shareholder, one for the empowered representative and one for the company.

ATTENTION!

On item 7 of the Agenda, the voting is done by marking an “X” in the column with the voting option for each candidate: “For”, “Against”, “Abstain”. **No more than three candidates**, the limit of vacant seats in the Board of Directors, can be voted “For”.

On item 8 of the Agenda, the voting is done by marking an “X” in the column with the voting option: “For”, “Against”, “Abstain”. **Only one audit firm** can be voted “For”.

SUBMITTING THE SPECIAL PROXY

- **in original, printed form** – lodged or sent by any courier service to the headquarters of SIF Banat-Crișana in Arad, Calea Victoriei 35A, Romania, the correspondence voting form in original, completed and bearing the shareholder’s handwritten signature, the special proxy form shall be inserted in an envelope writing on it clearly and with capital letters: “SPECIAL PROXY – NAME OF THE SHAREHOLDER, IDENTIFICATION CODE”. This envelope, together with the accompanying documents shall be sent to the company in an envelope clearly writing in capital letters “FOR OGM / PENTRU AGA”
- **by e-mail** - with extended electronic signature according to Law no. 455/2001 regarding the electronic signature at aga@sif1.ro, together with all accompanying documents.